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Potential persons who are respond unless the form d



nformation contained in this form are not required to control number.

03035889

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC USE ONLY					
Prefix		Serial			
DAT	E RECEI	VED			

Filing Under (Check box(e	s) that apply):	[] Rule 504	[ ] Rule 505	[X] <u>R</u>	ule 506	[] Section	4(6) [	] ULOE
Type of Filing: [ ] New Fili	ng [X]Amen	dment		•				
J, 31.							DC	CESSE
		A. BASIC IDE	NTIFICATION	DATA				2 2 2003
1. Enter the information re	guested about th	ne issuer					<del></del>	C1 3 0 2003
	·						<del></del>	THOMSON
Name of Issuer ([ ] check	if this is an ame	ndment and na	me has change	ed, and in	ndicate cl	nange.):		FINANCIAL
Oculan Corporation				4				
Address of Executive Office				leigh, N	C 27606			
Telephone Number (Includ	ding Area Code):	(919) 534-05	00					
Address of Principal Busin	ess Operations				,			
Telephone Number (Include (if different from Executive	,	same as abov	e					
Telephone Number (Include	Offices)	same as abov	e		<del></del>			
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**GENERAL INSTRUCTIONS** 

CRGA

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

Check Box(es) that Apply:	[ ] Promoter [X] Beneficial Owner	[ ] Executive Officer	[] Director [ ] General and/or Managing Partner
Full Name (Last name Quantum Industrial			
Business or Residence c/o Curacao Internat		lamboyan – 9, Wille	enstad, Curacao, Netherlands Antilles
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [ ] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residence	e Address (Number and Street,	City, State, Zip Cod	e)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [ ] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residence	ee Address		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [ ] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residence	e Address		
Check Box(es) that Apply:	[ ] Promoter [] Beneficial Owner	[ ] Executive Officer	[ ] Director [ ] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residence	e Address		
Check Box(es) that Apply:	[ ] Promoter [] Beneficial Owner	[ ] Executive Officer	[ ] Director [ ] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residence	e Address:		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Aggregate	Amount Aiready
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity (including warrants)	\$ <u>5,000,000.00</u>	\$ <u>4,000,000.00</u>
[ ] Common [ X ] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$ <u>5,000,000.00</u>	\$ 4 <u>,000,000.00</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Dollar Amount
	Number Investors	
Accredited Investors	3	\$ 4,000,000.00
Non-accredited Investors	-	\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Fotal	<del>-</del>	\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	,	1.0
Transfer Agent's Fees		]\$
Printing and Engraving Costs	<del>-</del>	]\$
Legal Fees		]\$ 12,000.00
Accounting Fees		]\$
Engineering Fees	•	]\$
Sales Commissions (specify finders' fees separately)		]\$
Other Expenses (identify) Filing Fees	-	]\$ <u>1,100.00</u>
Total	[X	]\$ <u>13,100.00</u>

E. STATE SIGNATURE			
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes []	No [X]	
See Appendix, Column 5, for state response			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date		
Oculan Corporation	Jan Marker	October 2/, 2003		
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Jason Matthews	Chief Financial Officer, Treasurer & Se	cretary		

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

Intend to sell to non-accredited investors in State (Part B-tlem 1)  Series B Convertible AK Per No Stock  State Yes No Stock  AL A	1		)	3	oor Madalan (1844) ka ee ee kalkaan kaan oo ka oo k	nacoso usalnel di Pinachi III i i i i i i i i i i i i i i i i i	<i>A</i>			agan prosent Society and a territorial society on the second
State         Yes         No         Convertible Preferred Stock         Number of Accredited Investors         Number of Accredited Investors         Number of Accredited Investors         Amount         Yes         No           AL         I	-	Intend to non-ac investors	to sell ccredited in State	security and aggregate offering price offered in state		amount purchased in State			Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
AL				Convertible Preferred			Non-		The second secon	
AK		Yes	No	Stock	Investors	Amount	Investors	Amount	Yes	No
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# APPENDIX

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